Combined financial statements and report of independent certified public accountants

University Health Care, Inc. and Affiliates

December 31, 2001 and 2000

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Accountants and Management Consultants The US Member Firm of Grant Thornton International Grant Thornton &

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors University Health Care, Inc. and Affiliates

We have audited the accompanying combined statements of financial position of University Health Care, Inc. and Affiliates as of December 31, 2001 and 2000, and the related combined statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the combined financial position of University Health Care, Inc. and Affiliates as of December 31, 2001 and 2000, and the combined results of their activities and their combined cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Grant Thornton UP

Madison, Wisconsin March 21, 2002

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UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINED STATEMENTS OF FINANCIAL POSITION December 31,

ASSETS		2001	2000
CURRENT ASSETS Cash and cash equivalents Accounts receivable	\$	907,741	\$ 5,054,161
Trade, less allowance for doubtful accounts of \$1,337,000 in 2001 and \$1,083,000 in 2000 Other		1,698,176 165,202	1,201,561 262,603
Current portion of risk pool reimbursement receivable		1,863,378 757,553	1,464,164 7,703,392
Prepaid expenses		256,983	 223,754
Total current assets		3,785,655	14,445,471
INVESTMENTS IN AFFILIATES		609,839	446,327
PROPERTY AND EQUIPMENT - AT COST			
Buildings and improvements		3,750,296	3,580,839
Leasehold improvements		88,430	139,699
Furniture and equipment		1,845,612	1,934,928
Medical equipment		386,578	 383,223
		6,070,916	6,038,689
Less accumulated depreciation and amortization		2,493,333	 2,399,652
•		3,577,583	3,639,037
Land		926,643	926,643
		4,504,226	4,565,680
OTHER ASSETS			1,628,000
Risk pool reimbursement receivable, less current portion		113,133	286,702
Other long-term receivables			376,275
Investment in leased assets		75,255	310,213
Business interest costs, less accumulated amortization of \$130,115			75 720
in 2001 and \$54,385 in 2000		100 200	 75,730
		188,388	 2,366,707
Total assets	\$	9,088,108	\$ 21,824,185

LIABILITIES AND DEFICIT IN NET ASSETS		2001	 2000
CURRENT LIABILITIES			
Current maturities of long-term debt	\$	221,237	\$ 1,251,125
Current portion of deferred revenue		4,136	40,833
Trade accounts payable		488,897	1,017,288
Risk pool payable		757,553	10,899,418
Accrued liabilities			
Salaries, wages and payroll withholdings		182,565	234,764
Vacation and sick pay		178,181	156,471
Pension plans		591,515	559,745
Other		46,237	 73,277
		998,498	 1,024,257
Total current liabilities		2,470,321	14,232,921
OTHER LIABILITIES Long-term debt, less current maturities Deferred revenue, less current portion		5,355,692 - 5,355,692	6,375,292 5,672 6,380,964
COMMITMENTS AND CONTINGENCIES		-	-
MINORITY INTEREST IN SUBSIDIARY		1,500,000	1,500,000
DEFICIT IN UNRESTRICTED NET ASSETS		(237,905)	 (289,700)
Total liabilities and deficit in net assets	<u>\$</u>	9,088,108	\$ 21,824,185

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES

COMBINED STATEMENTS OF ACTIVITIES

Year ended December 31,

	2001		2000
Operating revenues and other support			
Capitation fees	•	5,632 \$	
Net patient service revenue	8,09	9,272	6,849,088
Program and other support			
University of Wisconsin Hospital and Clinics Authority		7,420	4,200,569
University of Wisconsin Medical Foundation		2,938	1,958,846
University of Wisconsin Medical Foundation - Ophthalmology		7,591	50,003
·	4,82	7,949	6,209,418
Total operating revenues and other support	88,652	2,853	83,188,310
Operating expenses			
Capitation costs	74,413	2,955	68,236,674
Staff salaries and wages	4,31	8,749	4,050,685
Staff benefits	1,13	8,823	1,075,938
Physician and mid-level compensation and benefits	4,940	0,683	4,731,022
Malpractice insurance	12	1,311	147,731
Purchased services and office expenses	1,57	5,637	1,519,728
Building rent and utilities		9,364	1,183,273
Medical and ancillary supplies	1,453	3,158	1,242,267
Advertising and promotion	163	3,701	229,886
Equipment expense	620	5,938	463,361
Start-up expenses	70	0,541	9,851
Loss on asset impairment			51,084
Total operating expenses	89,99	1,860	82,941,500
Increase (decrease) in unrestricted net assets from operations	(1,339	9,007)	246,810
Other income (expense)			
Risk pool reimbursement	1,54	1,844	1,062,557
Investment income (loss)			
Interest and dividends	183	3,196	308,443
Unity Joint Venture		-	669,666
CHS, LLC	18	8,643	(15,495)
Agnesian - UW Health Ventures, LLC	(255	5,131)	(276,142)
· · · · · · · · · · · · · · · · · · ·	(53	3,292)	686,472
Interest expense	(586	5,955)	(754,575)
Expenses of closed clinic facilities	(167	7,542)	(250,071)
Gain on sale of property and equipment		1,831	-
Miscellaneous income		,916	604,694
Total other income	1,390),802	1,349,077
INCREASE IN UNRESTRICTED NET ASSETS	51	,795	1,595,887
Deficit in unrestricted net assets at beginning of year	(289	9,700)	(1,885,587)
Deficit in unrestricted net assets at end of year	\$ (237	7,905) \$	(289,700)

The accompanying notes are an integral part of these statements.

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES

COMBINED STATEMENTS OF CASH FLOWS

Year ended December 31,

	2001	2000
Cash flows from operating activities		
Increase in unrestricted net assets for the year	\$ 51,795	\$ 1,595,887
Adjustments to reconcile increase in unrestricted net assets to net cash		
provided by (used in) operating activities		
Depreciation and amortization	501,338	440,671
Loss on impairment of assets	-	51,084
Share in net (gain) loss of CHS, LLC	(18,643)	15,495
Share in net loss of Agnesian - UW Health Ventures, LLC	255,131	276,142
Gain on sale of property and equipment	(4,831)	-
Changes in operating assets and liabilities:		
Accounts receivable	(399,214)	51,995
Risk pool reimbursement receivable	9,331,392	1,278,984
Prepaid expenses	(33,229)	(11,107)
Trade accounts payable	(528,391)	(356,185)
Risk pool payable	(10,899,418)	-
Accrued liabilities	(25,759)	42,192
Deferred revenue	(42,369)	(66,322)
Net cash provided by (used in) operating activities	(1,812,198)	3,318,836
Cash flows from investing activities		
Purchase of property and equipment	(590,423)	(448,245)
Proceeds from sale of property and equipment	231,100	-
Investment in Agnesian - UW Health Ventures, LLC	(400,000)	(250,000)
Payments received on other long-term receivables	457,801	328,680
Decrease in other long-term receivables	16,788	34,054
Net cash used in investing activities	(284,734)	(335,511)
Cash flows from financing activities		
Net decrease in note payable	-	(100,000)
Proceeds from debt financing	•	681,800
Payments of long-term debt	(2,049,488)	(2,116,145)
Net cash used in financing activities	(2,049,488)	(1,534,345)
NET INCREASE (DECREASE) IN CASH AND CASH		
EQUIVALENTS	(4,146,420)	1,448,980
Cash and cash equivalents at beginning of year	5,054,161	3,605,181
Cash and cash equivalents at end of year	\$ 907,741 \$	5,054,161

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINED STATEMENTS OF CASH FLOWS - CONTINUED

Year ended December 31,

		2001	2000
Supplemental disclosure of cash flow information			
Interest paid	_\$	613,995 \$	899,313

Supplemental schedule of noncash operating, investing and financing activities:

During 2001, University Health Care, Inc. (UHC) recognized a risk pool payable of \$757,553 and an offsetting risk pool reimbursement receivable from Blue Cross/Blue Shield of Wisconsin in connection with the gain incurred under the Unity/University Plus risk pool.

During 2000, UHC recognized a risk pool payable of \$817,115 and an offsetting risk pool reimbursement receivable from the University of Wisconsin Medical School and the University of Wisconsin Hospital and Clinics in connection with the loss incurred under the Unity/University Plus risk pool.

During 2001 and 2000, University Community Clinics, Inc. (UCC) increased other long-term receivables and decreased investment in leased assets by \$301,020.

NOTE A - SUMMARY OF ACCOUNTING POLICIES

The accompanying financial statements include the accounts of University Health Care, Inc. (UHC), University Community Clinics, Inc. (UCC) and Health Professionals of Wisconsin, Inc. (HPW) (the company).

UHC is a non-stock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes to promote medical education, research and public service by the University of Wisconsin Medical School and its faculty, the University of Wisconsin Medical Foundation and the University of Wisconsin Hospital and Clinics Authority.

The bylaws of UCC designate UHC as the sole member of the corporation. UCC is a Wisconsin non-stock, not-for-profit, taxable corporation which develops, owns and operates private health care practices in various communities surrounding Madison for the benefit of the University of Wisconsin - Madison, the University of Wisconsin Medical School and the University of Wisconsin Hospital and Clinics Authority.

UCC owns all of the common stock of HPW and has a controlling interest (90%) in HPW. The minority stockholder, Blue Cross/Blue Shield United of Wisconsin (BC/BS), owns all of HPW's outstanding preferred stock of \$1,500,000. HPW is a taxable shareholder corporation formed to hold the real property used by UCC in pursuit of UCC's mission of medical practice development.

A summary of the company's significant accounting policies consistently applied in the preparation of the accompanying combined financial statements follows.

1. Principles of Combination and Consolidation

The accounts of UCC have been consolidated with its majority-owned subsidiary, HPW, and the accounts of the consolidated entity have been combined with UHC in the accompanying financial statements since ultimate control is under common management. All significant intercompany balances and transactions have been eliminated.

2. Use of Estimates

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In preparing combined financial statements in conformity with accounting principles generally accepted in the United States of America, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE A - SUMMARY OF ACCOUNTING POLICIES - Continued

3. Cash and Cash Equivalents

For purposes of the combined statements of cash flows, the company considers all highly liquid debt instruments purchased with original maturities of three months or less to be cash equivalents.

4. Depreciation and Amortization

Depreciation and amortization of property and equipment are provided in amounts sufficient to relate the cost of property and equipment to operations over their estimated service lives using both straight-line and accelerated methods. Improvements to leased property are amortized over the lesser of the life of the lease or life of the improvement. A summary of estimated useful lives follows:

	useful life		
Buildings and improvements	7 to 39 years		
Leasehold improvements	5 to 39 years		
Furniture and equipment	3 to 7 years		
Medical equipment	5 to 7 years		

Business interest costs are measured by the excess of the purchase price of the physician practices over the tangible assets acquired and were amortized over their estimated useful lives.

5. Recognition of Revenues and Other Support

Patient service revenue is recognized at the time services are rendered and is reported at the estimated net realizable amounts from patients, third-party payors and others for services rendered.

Receipts designated for programs and other support by an outside party are deemed to be earned and reported as revenue as related expenses are incurred.

NOTE A - SUMMARY OF ACCOUNTING POLICIES - Continued

6. Capitation Fees and Costs

Capitation fees consist of amounts received from Unity Health Plans Insurance Corporation (Unity), Group Health Cooperative (GHC) and Touchpoint Health Plan, Inc. (Touchpoint) for the company's portion of the risk pools. Capitation costs consist of cash payments to University of Wisconsin Hospital and Clinics Authority (UWHC), University of Wisconsin Medical Foundation (UWMF) and other non-University of Wisconsin providers. Most of these providers have contractual agreements which define the responsibility they have assumed for providing medical services to enrollees of Unity, GHC and Touchpoint in exchange for monthly capitation payments.

7. Deferred Income Taxes

Deferred income taxes are provided on a liability method whereby deferred tax assets are recognized for the temporary differences in reporting the allowance for doubtful receivables and accounting for certain accrued liabilities and for net operating loss carryforwards. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized.

Deferred tax balances are adjusted to reflect tax rates, based on currently enacted tax laws, that will be in effect in the years in which the temporary differences are expected to reverse.

NOTE B - RELATED PARTIES

UHC owns 20.89% of Community Health Systems, LLC (CHS). CHS represents the rural interests connected with Unity Joint Venture. This investment is accounted for on the equity method. Under this method, UHC recognizes its proportionate share of the net earnings or loss of CHS, and dividends received are treated as a reduction of the investment. UHC recognized income of \$18,643 and a loss of \$15,495 for the years ended December 31, 2001 and 2000, respectively.

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES

NOTES TO COMBINED FINANCIAL STATEMENTS - CONTINUED

December 31, 2001 and 2000

NOTE B - RELATED PARTIES - Continued

Agnesian-UW Health Ventures, LLC is a joint venture owned by UHC and Agnesian Health Care, Inc. (AHC). The joint venture employs physicians and other personnel as necessary to support the practice of the medical clinic and further the achievement of the charitable, educational and scientific purposes of UHC and AHC. The joint venture has entered into an agreement with AHC to provide all necessary facilities, equipment and administrative services.

UHC's 50% ownership interest in Agnesian-UW Health Ventures, LLC is accounted for on the equity method. Under this method, UHC recognizes its proportionate share of the net earnings or loss of the joint venture, and dividends received are treated as a reduction of the investment. UHC recognized a loss of \$255,131 and \$276,142 for the years ended December 31, 2001 and 2000, respectively.

UHC has entered into a managed care joint venture, Unity Joint Venture (Unity), with BC/BS, United Wisconsin Services, Inc. (UWSI) and CHS. Under the managed care joint venture agreement, UHC has agreed to provide or to arrange to provide medical services for Unity members who select a contracted UHC physician as their primary care physician. UHC is at risk for providing medical services to these members and receives monthly capitation payments. A calculation is performed at year-end to determine the risk pool reimbursement receivable from or payable to BC/BS. The risk pool reimbursement receivable at December 31, 2001 represents net gains for 2001 resulting from BC/BS's contractual obligation to UHC.

The risk pool payable at December 31, 2001 represents amounts due to UWHC and UWMF for UHC's contractual obligation to them for their share of the Unity/University Plus risk fund gain for 2001 resulting from BC/BS's contractual obligation to UHC.

The risk pool payable at December 31, 2000 represents net losses for 2000 and prior years resulting from UHC's contractual obligation to BC/BS. The risk pool reimbursement receivable at December 31, 2000 represents amounts due from UWHC and UWMF for their contractual obligation to UHC for their share of the Unity/University Plus risk fund net losses for 1996, 1998, 1999 and 2000 resulting from UHC's contractual obligation to BC/BS.

NOTE C - LONG-TERM DEBT

Long-term debt consists of the following obligations as of December 31:

		2001		2000
Notes payable to M&I Bank of Southern Wisconsin, interest ranging from 7.4% to 9%, collateralized by assets of HPW, due in monthly installments of \$25,890 including interest, due at various dates from April 2003 through August 2006	\$	2 455 814	•	2,554,223
Note payable to BC/BS, interest payable annually at the prime rate (effective rate of 4.75% at December 31, 2001), collateralized by a general business security agreement, principal due upon	Ψ	2,433,014	Ą	2,334,223
dissolution of Unity Joint Venture		3,000,000		4,628,000
Notes payable to Ford Motor Credit Company, interest at 9.4%, collateralized by vehicles, monthly installments totaling \$1,792				
including interest, due July 2003		31,262		48,920
Capital lease obligations, at varying rates of imputed interest of 5.7% to 9.1%, collateralized by leased equipment, monthly installments from \$3,438 to \$23,609 including interest, due June				
2002		89,853		395,274
		5,576,929		7,626,417
Less current maturities		221,237		1,251,125
	\$	5,355,692	\$	6,375,292

At December 31, 2001 and 2000, the company was in compliance with all loan covenants.

Future principal maturities of long-term debt as of December 31, 2001 are as follows:

Year ending December 31,	
2002	\$ 221,237
2003	1,653,819
2004	72,318
2005	77,855
2006	551,700
Upon dissolution of	
Unity Joint Venture	3,000,000
	\$ 5,576,929

NOTE D - LEASES

1. Capital Leases

UCC leases equipment under a noncancelable lease which expired in March 2002 and entered into a sublease with Freeport Regional Health Care Services, Inc. (Freeport) for this equipment. UCC has recorded this equipment as an investment in leased assets. The company also leases medical equipment under noncancelable leases expiring at various times through June 2002.

The following is a schedule of future minimum lease payments required in 2002 together with the present value of the net minimum lease payments as of December 31, 2001:

Total minimum lease payments Less amount representing interest	\$ 91,456 1,603	
Present value of net minimum lease payments	\$ 89 853	

The difference between the investment in leased assets and the related capital lease obligations under the lease which expired in March 2002 approximates the amount of deferred revenue which was recognized over the term of the lease by the interest method.

Monthly sublease payments vary with an implicit interest rate of 10.06%. Total future minimum lease payments to be received from Freeport as of December 31, 2001 are \$150,510 in 2002.

2. Operating Leases

The company leases office space, equipment and facilities under noncancelable operating leases. Total future minimum rental payments required under operating leases as of December 31, 2001 are as follows:

Year ending December 31,		
2002	\$	752,000
2003		474,000
2004		396,000
2005		317,000
2006		138,000
Later years		670,000
	_\$	2,747,000

Rent expense for the years ended December 31, 2001 and 2000 was \$1,018,440 and \$1,072,220, respectively.

NOTE E - COMMITMENTS

Letter of Credit

As required for the Wisconsin Unemployment Reserve Fund, UHC has available a letter of credit for \$30,929 at M&I Bank of Southern Wisconsin expiring on December 31, 2005.

Pension Plans

UHC and UCC maintain a money purchase pension plan covering substantially all employees. They contribute 5.7% of eligible employees' compensation plus 4.3% of the amount of each employee's compensation in excess of \$30,000 to the plan.

UHC maintains a 403(b) salary reduction plan for all of its eligible employees. The company makes a matching contribution for all eligible employees, which varies for each employee based upon employee compensation and level of salary reduction participation.

UCC maintains a 401(k) salary reduction plan, which is a contributory defined contribution retirement plan. Under the provisions of this plan, UCC makes a matching contribution equal to 50% of each participant's contribution with a maximum company contribution of 3% of each employee's compensation.

Pension expense under all plans was \$692,000 for 2001 and \$605,000 for 2000.

Contracts

UCC employs physicians and other individuals for their services. Certain contracts specify a minimum amount of annual compensation to be paid and provide for additional payments based on the provider's professional services, as defined in the contracts. Most of these contracts are automatically renewable for additional terms. Future minimum payments under these contracts as of December 31, 2001 are as follows:

Year ending December 31, 2002 2003	\$ 1,071,000 322,000
•	\$ 1,393,000

SUPPLEMENTARY INFORMATION

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES NOTES TO COMBINED FINANCIAL STATEMENTS - CONTINUED

December 31, 2001 and 2000

NOTE H - INCOME TAXES

The company consists of three separate entities for income tax reporting purposes:

UHC has received a determination letter from the Internal Revenue Service dated October 23, 1984 stating that it is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

UCC is a taxable, nonprofit organization.

HPW is a taxable organization.

The statements of financial condition do not reflect any net deferred income tax assets because they have been fully reduced by a valuation allowance as follows as of December 31:

	2001 2000
Deferred income tax assets (See note A7) Less valuation allowance	\$ 14,300,000 \$ 13,340,000 (14,300,000) (13,340,000)
	<u>s - s - </u>

The valuation allowance increased by \$960,000 and \$940,000 in 2001 and 2000, respectively.

NOTE H - INCOME TAXES - Continued

Net operating loss carryforwards available to offset future taxable income expire as follows:

Date of expiration	Amount		
2005	\$	53,000	
2006		642,000	
2007		1,354,000	
2008		1,857,000	
2009		1,941,000	
2010		2,113,000	
2011		3,992,000	
2012		6,682,000	
2018		5,924,000	
2019		4,741,000	
2020		2,318,000	
2021		1,600,000	
	\$	33,217,000	

NOTE I - ASSET IMPAIRMENT LOSS

During 2000, the company recognized a loss of \$51,084 related to the write-down of certain real estate to its fair market value. The real estate was sold in January 2001.

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS ON SUPPLEMENTARY INFORMATION

Board of Directors University Health Care, Inc. and Affiliates

Our audits were conducted for the purpose of forming an opinion on the basic combined financial statements taken as a whole of University Health Care, Inc. and Affiliates as of and for the years ended December 31, 2001 and 2000, which are presented in the preceding section of this report. The supplementary information presented hereinafter is presented for purposes of additional analysis of the combined financial statements rather than to present the financial position and activities of the individual companies and is not a required part of the basic combined financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic combined financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic combined financial statements taken as a whole.

Irant Thornton LLP

Madison, Wisconsin March 21, 2002

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINING STATEMENT OF FINANCIAL POSITION December 31, 2001

ASSETS .	Universi Commun Clinics, I	ity P	Health rofessionals of Visconsin, Inc.
CURRENT ASSETS			
Cash and cash equivalents	\$ 221	,002 \$	61,224
Accounts receivable			
Trade, less allowance for doubtful accounts of \$1,337,000	1,698,	176	•
Other		224	33,980
	1,759,	400	33,980
Current portion of risk pool reimbursement receivable		-	-
Prepaid expenses	207,	284	5,952
Advances to UHC	10,	377	-
Advances to UCC		-	740,067
Total current assets	2,198,	063	841,223
INVESTMENTS IN AFFILIATES		-	-
PROPERTY AND EQUIPMENT - AT COST			
Buildings and improvements		-	3,750,296
Leasehold improvements	68,	206	-
Furniture and equipment	994,	244	69,632
Medical equipment	386,	578	
• •	1,449,	028	3,819,928
Less accumulated depreciation and amortization	1,024,	240	829,091
•	424,	788	2,990,837
Land		-	926,643
	424,	788	3,917,480
OTHER ASSETS			
Other long-term receivables	113,	133	-
Investment in HPW	733,	521	•
Investment in leased assets	75,	255	
	921,	909	
Total assets	\$ 3,544,	760 \$	4,758,703

Eliminations	Consolidated total	Jniversity Health Care, Inc.	Elim	inations	· (Combined total
\$ -	\$ 282,226	\$ 625,515	\$	-	\$	907,741
-	1,698,176	-		-		1,698,176
-	95,204	 69,998		·		165,202
•	1,793,380	69,998		-		1,863,378
-	-	757,553		-		757,553
-	213,236	43,747		•		256,983
-	10,377	-		(10,377)		-
(740,067)		 				
(740,067)	2,299,219	1,496,813		(10,377)		3,785,655
-	-	609,839		-		609,839
-	3,750,296	-		-		3,750,296
-	68,206	20,224		-		88,430
-	1,063,876	781,736		-		1,845,612
-	386,578			-		386,578
-	5,268,956	801,960		-		6,070,916
-	1,853,331	 640,002				2,493,333
-	3,415,625	161,958		-		3,577,583
	926,643	 				926,643
-	4,342,268	161,958		-		4,504,226
•	113,133	•		-		113,133
(733,521)	-	•		-		-
	75,255	 -		-		75,255
(733,521)	188,388	 		-		188,388
\$ (1,473,588)	\$ 6,829,875	\$ 2,268,610	\$	(10,377)	\$	9,088,108

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINING STATEMENT OF FINANCIAL POSITION - CONTINUED December 31, 2001

LIABILITIES AND NET ASSETS	University Community Clinics, Inc.			Health Professionals of Wisconsin, Inc.		
CURRENT LIABILITIES						
Current maturities of long-term debt	\$	89,854	\$	112,001		
Current portion of deferred revenue		4,136		· -		
Trade accounts payable		271,877		69,369		
Risk pool payable		-		-		
Accrued liabilities						
Salaries, wages and payroll withholdings		160,458		-		
Vacation and sick pay		137,217		-		
Pension plans		509,712		-		
Other -		46,237				
		853,624		-		
Advances from UCC		_		-		
Advances from HPW	_	740,067		-		
Total current liabilities		1,959,558		181,370		
LONG-TERM DEBT, less current maturities		3,000,000		2,343,812		
COMMITMENTS AND CONTINGENCIES		-		-		
MINORITY INTEREST IN SUBSIDIARY		-		1,500,000		
COMMON STOCK		-		669,715		
UNRESTRICTED NET ASSETS (DEFICIT)		(1,414,798)		63,806		
Total liabilities and net assets	\$	3,544,760	\$	4,758,703		

	Eliminations		Consolidated total		University Health Care, Inc.		minations	Combined total
	\$	- s	201,855	\$	19,382	\$	- \$	221,237
	_	•	4,136		´-		-	4,136
		-	341,246		147,651		-	488,897
		•	-		757,553		-	757,553
		-	160,458		22,107		-	182,565
		-	137,217		40,964			178,181
7		-	509,712		81,803		-	591,515
		-	46,237		-			46,237
		-	853,624		144,874		-	998,498
		-	-		10,377		(10,377)	-
		(740,067)	-		-			<u> </u>
		(740,067)	1,400,861		1,079,837		(10,377)	2,470,321
		-	5,343,812		11,880		-	5,355,692
es.		-	-		•		-	-
		-	1,500,000		-		-	1,500,000
		(669,715)	-	,			-	-
		(63,806)	(1,414,798)		1,176,893			(237,905)
	<u>\$</u>	(1,473,588) \$	6,829,875	\$	2,268,610	\$	(10,377) \$	9,088,108

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UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINING STATEMENT OF FINANCIAL POSITION

December 31, 2000

ASSETS	C	Iniversity Community Linics, Inc.		Health ofessionals of isconsin, Inc.
CURRENT ASSETS Cash and cash equivalents Accounts receivable	\$	528,609	\$	86,736
Trade, less allowance for doubtful accounts of \$1,083,000 Other		1,201,561 66,241		69,365
Current portion of risk pool reimbursement receivable Prepaid expenses Advances to UHC Advances to UCC		1,267,802 - 210,695 1,616,114		69,365 - 3,008 - 835,524
Total current assets		3,623,220	•	994,633
INVESTMENTS IN AFFILIATES		-		-
PROPERTY AND EQUIPMENT - AT COST				
Buildings and improvements		-		3,580,839
Leasehold improvements		75,074		-
Furniture and equipment		1,117,135		69,632
Medical equipment		383,223		
		1,575,432		3,650,471
Less accumulated depreciation and amortization		1,014,260		741,888
•		561,172		2,908,583
Land				926,643
		561,172		3,835,226
OTHER ASSETS				
Risk pool reimbursement receivable, less current portion		-		-
Other long-term receivables		286,702		•
Investment in HPW		698,432		-
Investment in leased assets		376,275		-
Business interest costs, less accumulated amortization of \$54,385		75,730		-
		1,437,139		
Total assets	\$	5,621,531	\$	4,829,859

Eliminations		Consolidated total		University Health Care, Inc.	Eliminations	Combined total
\$	-	\$ 615,345	5 \$	4,438,816	\$ -	\$ 5,054,161
	-	1,201,561		-	-	1,201,561
	-	135,606		126,997	-	262,603
		1,337,167		126,997	· · · · · · · · · · · · · · · · · · ·	1,464,164
	-	-,·,·		7,703,392	-	7,703,392
	-	213,703	1	10,051	-	223,754
	-	1,616,114			(1,616,114)	-
	(835,524)	-		_	•	-
	(835,524)	3,782,329	,	12,279,256	(1,616,114)	14,445,471
	-	-		446,327	-	446,327
	-	3,580,839		-	-	3,580,839
	-	75,074		64,625	-	139,699
	-	1,186,767		748,161	-	1,934,928
_		383,223		-	-	383,223
	-	5,225,903		812,786	-	6,038,689
		1,756,148		643,504		2,399,652
	•	3,469,755		169,282	-	3,639,037
	-	926,643		-	-	926,643
	•	4,396,398		169,282	•	4,565,680
	-	<u>-</u>		1,628,000	-	1,628,000
	- ·	286,702		-	-	286,702
	(698,432)	_		-	-	
	•	376,275		-	-	376,275
	-	75,730		•	<u> </u>	75,730
	(698,432)	738,707		1,628,000	<u> </u>	2,366,707
\$	(1,533,956)	\$ 8,917,434	\$	14,522,865	\$ (1,616,114)	\$ 21,824,185

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES COMBINING STATEMENT OF FINANCIAL POSITION - CONTINUED December 31, 2000

LIABILITIES AND NET ASSETS	University Community Clinics, Inc.	Health Professionals of Wisconsin, Inc.		
CURRENT LIABILITIES Current maturities of long-term debt Current portion of deferred revenue Trade accounts payable Risk pool payable Accrued liabilities Salaries, wages and payroll withholdings Vacation and sick pay Pension plans Other	\$ 305,420 38,833 232,408 - 205,718 111,545 467,909 73,277	77,203 - - - - -		
Advances from UCC Advances from HPW	858,449 - 835,524	-		
Total current liabilities OTHER LIABILITIES Long-term debt, less current maturities Deferred revenue, less current portion	2,270,634 4,717,853 5,672 4,723,525	1,626,169		
COMMITMENTS AND CONTINGENCIES	-	-		
MINORITY INTEREST IN SUBSIDIARY	-	1,500,000		
COMMON STOCK	-	669,715		
UNRESTRICTED NET ASSETS (DEFICIT)	(1,372,628	28,717		
Total liabilities and net assets	\$ 5,621,531	\$ 4,829,859		

Eliminations		Consolidated total	University Health Care, Inc.	Eliminations	Combined total
\$	-	\$ 1,233,475	\$ 17,650	\$ -	\$ 1,251,125
•	-	38,833	2,000	-	40,833
	-	309,611	707,677	-	1,017,288
	-	•	10,899,418	-	10,899,418
	-	205,718	29,046	•	234,764
	-	111,545	44,926	-	156,471
	-	467,909	91,836	-	559,745
	-	73,277	<u>-</u>	_	73,277
	-	858,449	165,808	-	1,024,257
	-	-	1,616,114	(1,616,114)	-
	(835,524)	-			-
	(835,524)	2,440,368	13,408,667	(1,616,114)	14,232,921
	-	6,344,022	31,270	-	6,375,292 5,672
		5,672	31,270		6,380,964
	-	6,349,694	31,270	-	0,300,704
	-	-	-	-	-
		1,500,000	-	-	1,500,000
	(669,715)	-	-	-	-
	(28,717)	(1,372,628)	1,082,928		(289,700)
\$	(1,533,956)	\$ 8,917,434	\$ 14,522,865	\$ (1,616,114)	\$ 21,824,185

UNIVERSITY HEALTH CARE, INC. AND AFFILIATES

COMBINING STATEMENT OF ACTIVITIES

Year ended December 31, 2001

	University Community Clinics, Inc.	Health Professionals of Wisconsin, Inc.
Operating revenues and other support		7 7
Capitation fees	\$ 2,854,521	\$ -
Net patient service revenue	8,099,272	<u>-</u>
Program and other support	•	
University of Wisconsin Hospital and Clinics Authority	±	-
University of Wisconsin Medical Foundation		
University of Wisconsin Medical Foundation - Ophthalmology	-	_
·	-	•
Total operating revenues and other support	10,953,793	-
Operating expenses		
Capitation costs	-	_
Staff salaries and wages	3,250,904	_
Staff benefits	875,462	-
Physician and mid-level compensation and benefits	4,940,683	-
Malpractice insurance	121,311	
Purchased services and office expenses	964,179	46,221
Building rent and utilities	877,671	122,435
Medical and ancillary supplies	1,453,158	122,435
Advertising and promotion	38,214	<u>-</u>
Equipment expense	507,399	13,249
Start-up expenses	70,541	13,249
Total operating expenses	13,099,522	181,905
Increase (decrease) in unrestricted net assets from operations	(2,145,729)	(181,905)
Other income (expense)		
Risk pool reimbursement	•	_
Investment income (loss)		
Interest and dividends	22,914	43,908
CHS, LLC		43,708
Agnesian - UW Health Ventures, LLC	_	_
HPW	35,089	_
	58,003	43,908
Interest expense	(298,757)	(207,731)
Expenses of closed clinic facilities	(167,542)	(=01,151)
Gain (loss) on sale of property and equipment	5,320	-
Miscellaneous income	200,543	380,817
Total other income (expense)	(202,433)	216,994
INCREASE (DECREASE) IN UNRESTRICTED NET ASSETS	(2,348,162)	35,089
Transfer from UHC to UCC	2,305,992	-
Unrestricted net assets (deficit) at January 1, 2001	(1,372,628)	28,717
Unrestricted net assets (deficit) at December 31, 2001	\$ (1,414,798) \$	

					University				
		C	Consolidated		Health				Combined
El	iminations		total		Care, Inc.	E	liminations		total
\$	-	\$	2,854,521	\$	75,228,783	\$	(2,357,672)	\$	75,725,632
-			8,099,272		-		-		8,099,272
			-,,						, ,
	_		-		3,227,420		-		3,227,420
	_		-		1,552,938		-		1,552,938
	-		_		47,591		-		47,591
	-		-		4,827,949		-		4,827,949
	-		10,953,793		80,056,732		(2,357,672)		88,652,853
			_		76,770,627		(2,357,672)		74,412,955
	_		3,250,904		1,067,845		(2,551,072)		4,318,749
	•				263,361		_		1,138,823
	-		875,462		203,301		-		4,940,683
	-		4,940,683		-		-		121,311
	(40,000)		121,311		- 		_		
	(40,000)		970,400		605,237		-		1,575,637 1,169,364
	(53,234)		946,872		222,492		-		
-	-		1,453,158		-		-		1,453,158
	-		38,214		125,487		-		163,701
	*		520,648		106,290		-		626,938
	-		70,541		<u> </u>		-		70,541
	(93,234)		13,188,193		79,161,339		(2,357,672)		89,991,860
	93,234		(2,234,400)		895,393		-		(1,339,007)
			-						
					1,541,844		_		1,541,844
	-		•		1,541,014				1,511,011
	(43,623)		23,199		159,997		_		183,196
	(43,023)		23,177		18,643		_		18,643
	-		_		(255,131)		_		(255,131)
	(35 090)		•		(233,131)		_		(233,131)
	(35,089)		22 100		(76,491)				(53,292)
	(78,712)		23,199				-		(586,955)
	43,623		(462,865)		(124,090)		-		
	-		(167,542)		(490)		_		(167,542)
	-		5,320		(489)		•		4,831
	(93,234)		488,126		163,790				651,916
	(128,323)		(113,762)		1,504,564		<u> </u>		1,390,802
	(35,089)		(2,348,162)		2,399,957		-		51,795
	-		2,305,992		(2,305,992)		-		-
	(28,717)		(1,372,628)	•	1,082,928		<u>-</u>		(289,700)
\$	(63,806)	\$	(1,414,798)	\$	1,176,893	\$	- :	<u> </u>	(237,905)

					University			
		•	Consolidated		Health			Combined
E	liminations		total		Care, Inc.	E	Liminations	total
\$	-	\$	2,854,521	\$	75,228,783	\$	(2,357,672) \$	75,725,632
	-		8,099,272		-		-	8,099,272
	-		-		3,227,420		-	3,227,420
	-		-		1,552,938		-	1,552,938
			<u> </u>		47,591			47,591
					4,827,949			4,827,949
	-		10,953,793		80,056,732		(2,357,672)	88,652,853
	-		-		76,770,627		(2,357,672)	74,412,955
	-		3,250,904		1,067,845		-	4,318,749
	-		875,462		263,361		-	1,138,823
	-		4,940,683		-		-	4,940,683
	-		121,311		•		-	121,311
	(40,000)		970,400		605,237		.	1,575,637
	(53,234)		946,872		222,492		-	1,169,364
	-		1,453,158		-		-	1,453,158
	-		38,214		125,487		-	163,701
	-		520,648		106,290		-	626,938
	-		70,541		<u> </u>			70,541
	(93,234)		13,188,193		79,161,339		(2,357,672)	89,991,860
	93,234		(2,234,400)		895,393		-	(1,339,007)
	•		-		1,541,844		-	1,541,844
	(43,623)		23,199		159,997		_	183,196
	(43,023)		23,177		18,643		- -	18,643
	-		-		(255,131)		-	(255,131)
	(35,089)		-		-		-	-
	(78,712)		23,199		(76,491)		-	(53,292)
	43,623		(462,865)		(124,090)		-	(586,955)
	_		(167,542)		•		-	(167,542)
	•		5,320		(489)		-	4,831
	(93,234)		488,126		163,790		-	651,916
	(128,323)		(113,762)		1,504,564		-	1,390,802
	(35,089)		(2,348,162)		2,399,957		-	51,795
	-		2,305,992		(2,305,992)		-	-
	(28,717)		(1,372,628)		1,082,928		•	(289,700)
\$	(63,806)		(1,414,798)	_	1,176,893	<u> </u>	- \$	(237,905)

University								
			Consolidated		Health			Combined
Eliminations			total		Care, Inc.	E	liminations	total
								
\$	-	\$	2,955,687	\$	69,317,677	\$	(2,143,560) \$	70,129,804
	_		6,849,088		-		-	6,849,088
	-		-		4,200,569		-	4,200,569
	-		_		1,958,846		-	1,958,846
	-		-		50,003		•	50,003
	-		-		6,209,418		-	6,209,418
	-		9,804,775		75,527,095		(2,143,560)	83,188,310
					50 500 554		(2.140.560)	(0.00((0.4
	•		-		70,380,234		(2,143,560)	68,236,674
	-		2,957,208		1,093,477		-	4,050,685
	-		782,851		293,087		-	1,075,938
	-		4,731,022		-		-	4,731,022
	- (40.000)		147,731		-		-	147,731
	(40,000)		995,171		524,557		-	1,519,728
	(78,120)		956,308		226,965		-	1,183,273
	-		1,242,267		-		•	1,242,267
	-		118,245		111,641		-	229,886
	-		373,293		90,068		-	463,361
	-		9,851		-		•	9,851
	-		51,084				-	51,084
	(118,120)		12,365,031		72,720,029	_	(2,143,560)	82,941,500
	118,120		(2,560,256)		2,807,066		-	246,810
	-		-		1,062,557		-	1,062,557
	(37,732)		29,660		278,783		_	308,443
	(31,132)		334,833		334,833		-	669,666
	-		334,633		(15,495)		-	(15,495)
	-		-		(276,142)		- -	(276,142)
	16,600		_		(270,142)		-	(270,142)
	(21,132)		364,493		321,979			686,472
	37,732		(527,219)		(227,356)		_	(754,575)
	57,752		(250,071)		(227,550)		_	(250,071)
	(118,120)		403,195		201,499		_	604,694
	(110,120)		403,173		201,477			004,074
	(101,520)		(9,602)		1,358,679			1,349,077
	16,600		(2,569,858)		4,165,745		-	1,595,887
	-		3,509,753		(3,509,753)		-	-
	(45,317)		(2,312,523)		426,936		-	(1,885,587)
\$	(28,717)	\$	(1,372,628)	5	1,082,928		<u> </u>	(289,700)

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